



SUBORDINATION AGREEMENT

The lien of that certain Deed of Trust dated the 1st day of March, 2001, executed and delivered by Samuel L. Ware, Jr. and wife, Jennifer Ware to Gary P. Snyder, Trustee for Samuel L. Ware and Cathryn C. Ware, Beneficiary, recorded in the office of the Chancery Clerk of DeSoto County, Mississippi in Book 1321, Page 292, securing an indebtedness in the sum of \$279,638.00, is hereby subordinated to that certain Deed of Trust from Samuel L. Ware, Jr. and Jennifer Ware to James E. Woods, Trustee for BancorpSouth Bank, Beneficiary, securing an indebtedness in the amount of \$50,000.00, executed on the 1st day of May, 2001, and recorded in Book 1337, Page 578 of the Deed of Trust Records in the office of the Chancery Clerk of DeSoto County, Mississippi. Said Deed of Trust is also subordinated to Deed of Trust from Samuel L. Ware, Jr. and Jennifer Ware to J. Patrick Caldwell, Trustee for BancorpSouth Bank, Beneficiary, executed on May 6, 2002, and recorded in Book 1512, Page 72 of the Deed of Trust Records in the office of the Chancery Clerk of DeSoto County, Mississippi, securing an indebtedness in the amount of \$75,000.00, and Deed of Trust executed on June 27, 2006, and recorded in Book 2508. Page 29 of the Records of Deeds of Trust in the office of the Chancery Clerk of DeSoto County, Mississippi, securing an indebtedness in the amount of \$650,000.00. Said Deed of Trust is secured by the following described property, to-wit:

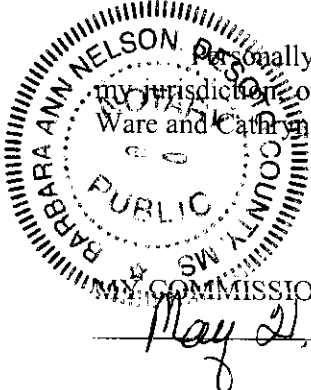
See Exhibit A attached hereto for complete legal description.

WITNESS OUR SIGNATURES, this the 21st day of July, 2006.

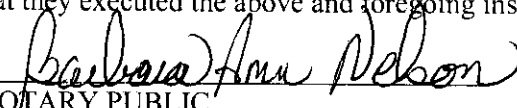

SAMUEL L. WARE

CATHRYN C. WARE

STATE OF MISSISSIPPI

COUNTY OF DESOTO



Personally appeared before me, the undersigned authority in and for said County and State, within my jurisdiction, on this the 21st day of July, 2006, the within named Samuel L. Ware and Cathryn C. Ware, who acknowledged that they executed the above and foregoing instrument.


NOTARY PUBLIC

PREPARED BY AND RETURN TO:

Gary P. Snyder, Watkins Ludlam Winter & Stennis, P.A., P.O. Box 1456, Olive Branch, MS 38654, (662) 895-2996.

File # 00931.25256 Samuel L. Ware, Jr./BancorpSouth Bank

EXHIBIT A

Legal description of Lot #1 of Ware 1 Lot subdivision also being a 4.93 acre tract of land located in the part of the southwest quarter of the northeast quarter of Section 32, Township 3 South, Range 6 West; DeSoto County, Mississippi, and more particularly described as follows:

Commencing at a $\frac{1}{4}$ " rebar found at the southeast corner of the northeast quarter of the northeast quarter of Section 32, Township 3 South, Range 6 West; thence South 04 degrees 56 minutes 26 seconds east 663.33 feet to a point; thence south 00 degrees 44 minutes 19 seconds east 665.38 feet to a point; thence south 88 degrees 04 minutes 55 seconds west 618.64 feet to a $\frac{1}{4}$ " rebar found, and also being the true point of beginning for the herein described tract; thence north 01 degrees 55 minutes 05 seconds west 442.50 feet to a $\frac{1}{4}$ " rebar found; thence south 88 degrees 04 minutes 55 seconds west 295.00 feet to a $\frac{1}{4}$ " rebar found; thence south 01 degrees 55 minutes 05 seconds east 392.50 feet to a $\frac{1}{4}$ " rebar found; thence south 88 degrees 04 minutes 55 seconds west 815.36 feet to a $\frac{1}{4}$ " rebar found; thence south 86 degrees 49 minutes 35 seconds west 870.12 feet to a $\frac{1}{4}$ " rebar found 40.54 feet west of physical centerline of Alpha Road; thence south 03 degrees 50 minutes 22 seconds east 50.00 feet to a $\frac{1}{4}$ " rebar found 39.37 feet west of said centerline; thence north 86 degrees 49 minutes 35 seconds east 870.12 feet to a $\frac{1}{4}$ " rebar found; thence north 88 degrees 04 minutes 55 seconds east 1110.48 feet to the point of beginning, containing 4.93, more or less, acres (142,052, more or less square feet) of land being subject to all codes, regulations, subdivision covenants, revisions, easements, and rights of way of record.